

BUSINESS CONDUCT AND ETHICS PRACTICE – DIRECTORS

MacDonald, Dettwiler and Associates Ltd. (“MDA” or the “Company”) is committed to conducting its business ethically and legally. This Business Conduct and Ethics Practice and the specific related policies and practices will be used in identifying and managing ethical situations and in making ethical business decisions that adhere to these commitments.

Compliance with Laws and Regulations

Directors will comply with the laws, rules and regulations of the countries in which MDA operates and will comply with the requirements of applicable securities regulatory authorities and stock exchanges.

Conflicts of Interest

Directors will avoid situations where personal interests could conflict or could appear to conflict with duties and responsibilities or the interests of MDA as a whole. A conflict of interest may occur where involvement in any activity, with or without the involvement of a related party, prevents the proper performance of a director’s duties for MDA or creates or appears to create, a situation where judgement or ability to act in the best interests as a director of MDA is affected.

When faced with an actual or potential conflict of interest situation, directors must follow obligations as set out in relevant statutes and Company by-laws and must inform the Chair of the Board of Directors of any such conflict. The Chair of the Board will ensure that directors are not involved in any decision or operation related to a conflict.

Corporate Opportunities

Directors are prohibited from taking opportunities discovered through the use of corporate property, information or position, using corporate property, information or position for personal gain, and competing with MDA.

Confidentiality and Disclosure

Confidential information includes all non-public information that might be of use to competitors, or harmful to MDA or its customers, if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company gained in the course of director duties at MDA must be protected in the same manner as confidential information about MDA.

Directors will not speak on behalf of MDA unless authorised to do so and should refer to the Disclosure Policy.

Taking advantage of, or benefiting from, information obtained as a director of MDA that is not available to the public is not permitted. Friends, relatives or associates must not benefit from such information. Acquiring or disposing of MDA common shares, whether directly or through another person, where “insider” information is known and not yet publicly disclosed is prohibited.

Directors should refer to the Insider Trading guidelines for guidance before engaging in any transaction in any securities of MDA. All securities transactions are subject to the Insider Trading Policy.

These confidentiality obligations remain in effect even when a person has ceased to be a director of the Company or of its affiliates.

Inducements and Gifts

Unlawful or unethical behaviour in MDA is not accepted, including soliciting, accepting, or paying bribes or other illicit payments for any purpose. Situations where judgment might be influenced or appears to be influenced by improper considerations must be avoided. Payment or acceptance of any “kickbacks” from an external party is prohibited.

Political Activities

Directors may choose to become involved in political activities as long as they undertake these activities on their own behalf. Directors may, on a personal level, give to any political party or candidate, but reimbursement by the Company is prohibited.

Fair Dealing

Directors must endeavour to deal fairly with MDA’s customers, contractors, consultants, industry partners, employees and any other stakeholders, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Protection and Proper Use of MDA’s Assets

MDA’s information, data, office equipment, tools, vehicles, supplies, facilities and services must be used only for authorized business purposes and used, maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of MDA assets is strictly prohibited.

Accuracy of Books and Records

The books and records of MDA must reflect in reasonable detail its transactions in a timely, fair and accurate manner to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles.

All business transactions that directors have participated on behalf of MDA must be properly authorized, properly recorded and supported by accurate documentation in reasonable detail.

Accounting, Auditing or Disclosure Concerns

MDA is required to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, securities regulatory authorities and the Toronto Stock Exchange.

Directors have a duty to submit any good faith questions and concerns regarding questionable accounting, auditing, or disclosure matters or controls.

No information may be concealed from MDA’s external auditors, internal auditors, the Board of Directors or the Audit Committee of the Board of Directors. It is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing MDA’s financial statements.

Other Arrangements

Prior to any director commencing an assignment, arrangement, or other duties for the Company, the arrangement is required to be disclosed to the Chair of the Board and approved by the Board of Directors.

Observance of the Business Conduct and Ethics Practice

Directors are personally accountable for learning, endorsing and promoting this Practice and applying it to their own conduct and field of work. Directors will be asked to review this Practice and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the Practice.

Directors with questions about this Practice or specific situations are encouraged to refer the matter to the Chair of the Board of Directors.

Waivers

Any waiver of the Business Conduct and Ethics Practice for directors may only be made by the Board of Directors.